

NEPRA FOODS INC.
7025 S. Revere Parkway, Suite 100
Centennial, CO 80122
U.S.A.
Telephone: +1 (720) 729-9500

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) and Class A common shares (“**Class A Shares**”) of Nepra Foods Inc. (the “**Company**”) will be held at suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada on Friday, October 4, 2024 at 10:00 a.m. (Vancouver Time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the fifteen months ended March 31, 2023, together with the auditor’s reports thereon and the related management discussion and analyses;
2. to elect the directors of the Company for the ensuing year;
3. to appoint Dale, Matheson, Carr-Hilton, Labonte LLP, as the auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration; and
4. to transact such other business as may properly come before the Meeting or any adjournment thereof.

An information circular (the “**Information Circular**”) accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Registered Shareholders who are unable to attend the Meeting and who wish to ensure that their Common Shares and Class A Shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy or the voting instruction form sent to them, and in the Information Circular to ensure that their Common Shares and Class A Shares will be voted at the Meeting. If you hold your Common Shares in a brokerage account, you are not a registered Shareholder.

Only Shareholders of record at the close of business on August 27, 2024 (the “**Record Date**”) will be entitled to vote at the Meeting, and, except as otherwise determined from time to time by directors of the Company, no Shareholders becoming such after the Record Date will be entitled to receive notice of and vote at the Meeting or any adjournment thereof or to be treated as a Shareholder of record for purposes of such other action.

It is important that your Common Shares and Class A Shares be represented and voted at the Meeting. If you are the registered holder of the Company's Common Shares and/or Class A Shares, you can vote your Common Shares and/or Class A Shares by completing and returning the enclosed proxy card, even if you plan to attend the Meeting. You may vote your Common Shares and/or Class A Shares in person even if you previously returned a proxy card. Please note, however, that if your Common Shares are held of record by a broker, bank or other nominee and you wish to vote in person at the Meeting, you must obtain a Proxy issued in your name from such broker, bank or other nominee. Please carefully review the instructions on the Proxy card or the information forwarded by your broker, bank or other nominee regarding voting instructions.

Electronic copies of this Notice, the Information Circular, and the form of Proxy may be found on the Company's SEDAR+ profile at www.sedarplus.ca.

DATED at Centennial, Colorado, this 3rd day of September, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

"William Hogan"

William Hogan
Chief Executive Officer and Director